

OFFICE USE ONLY DOCUMENT #

PO00039418

LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

400005254134--5

-04/11/02--01057--002

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PACE INVESTMENT MANAGEMENT CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

RECEIVED
02 APR 11 AM 11:03
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
02 APR 11 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF

PACE Investment Management Corp.

FILED
02 APR 11 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **PACE Investment Management Corp.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

**625 Biltmore Way, Suite # 1402
Coral Gables, FL 33134**

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

500 shares (five hundred)@
\$ 1.00 (one dollar)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

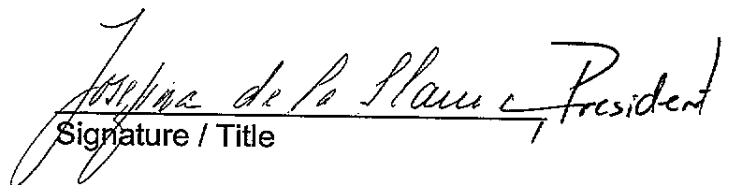
**Josefina R. de la Llama
625 Biltmore Way, Suite # 1402
Coral Gables, FL 33134**

ARTICLE V INCORPORATOR (S)

The name(s) and street address(es) of the incorporator to these Articles of Incorporation is (are):

**Josefina R. de la Llama, President
625 Biltmore Way, Suite # 1402
Coral Gables, FL 33134**

The undersigned has (have) executed these Articles of Incorporation this 5th day of April, 2002.


Signature / Title

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **PACE Investment Management Corp**

2. The name and address of the registered agent and office is:

**Josefina R. de la Llama
625 Biltmore Way, Apt. # 1402
Coral Gables, FL 33134**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Signature

Title

Date

Josefina de la Llama
President
4-5-02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFIED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL MY STATUS RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature

Date

Josefina de la Llama
4-5-02